

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ASSOCIATES REAL ESTATE FINANCIAL SERVICES COMPANY, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ASSOCIATES FIRST CAPITAL CORPORATION" UNDER THE NAME OF "ASSOCIATES FIRST CAPITAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF JUNE, A.D. 2008, AT 7:34 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JULY, A.D. 2008.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6668427

DATE: 06-18-08

CITI0717

CERTIFICATE OF OWNERSHIP

MERGING

Associates Real Estate Financial Services Company, Inc.

INTO

Associates First Capital Corporation  
(Subsidiary into parent pursuant to Section 253 of the General Corporation Law  
of Delaware)

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Associates First Capital Corporation, a corporation incorporated on the 22nd day of December, 1971, pursuant to the provisions of the General Corporation Law of the State of Delaware;

**DOES HEREBY CERTIFY:**

**FIRST:** That this corporation owns all of the capital stock of Associates Real Estate Financial Services Company, Inc., a corporation incorporated on the 26th day of February, 1986 A.D., pursuant to the provisions of the General Corporation Law of the State of Delaware and that this corporation, by a resolution of its Board of Directors duly adopted at a meeting held on the 12th day of June, 2008 A.D., determined to and did merge into itself said Associates Real Estate Financial Services Company, Inc., which resolution is in the following words to wit:

**WHEREAS** this corporation lawfully owns all of the outstanding stock of Associates Real Estate Financial Services Company, Inc., a corporation organized and existing under the laws of Delaware, and

**WHEREAS** this corporation desires to merge into itself the said Associates Real Estate Financial Services Company, Inc., and to be possessed of all the estate, property, rights, privileges and franchises of said corporation,

**NOW, THEREFORE, BE IT RESOLVED**, that this corporation merge into itself said Associates Real Estate Financial Services Company, Inc. and assumes all of its obligations, and


**FURTHER RESOLVED**, that an authorized officer of this corporation be and he or she is hereby directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge said Associates Real Estate Financial Services Company, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of

State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

**FURTHER RESOLVED**, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said merger.

**FURTHER RESOLVED**, that the merger shall become effective on July 1, 2008;

**IN WITNESS WHEREOF**, said parent corporation has caused its corporate seal to be affixed and this Certificate to be signed by an authorized officer this 12th day of June, 2008.

By:   
Kathleen A. Canedy, Assistant Secretary